

RECORDATION NO. 17391-K FILED

MAY 04 '10 -10 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

May 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement, dated as of May 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document is a full release and relates to the documents previously filed with the Commission under Recordation Numbers 17391, 17391-B, 17391-C and 17391-E.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

U.S. Bank National Association (successor to
Wachovia Bank, National Association and
Meridian Trust Company)
920 King Street
Wilmington, DE 19801

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Section Chief
May 4, 2010
Page two

A description of the railroad equipment covered by the enclosed document
is:

296 railcars within the series MCHX 30001 - MCHX 30573 as more
particularly set forth in the attachment to the document.

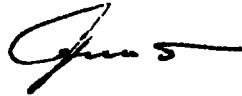
A short summary of the document to appear in the index is:

Partial Termination of Lease Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 04 '10 10 00 AM

PARTIAL TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made and entered into as of May 4, 2010 by and between U.S. BANK, NATIONAL ASSOCIATION (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee, as Lessor (the "Lessor") and UNION PACIFIC RAILROAD COMPANY, as Lessee (the "Lessee").

- 1) Lessor has heretofore leased to Lessee those certain railroad equipment set forth on Exhibit A attached hereto pursuant to the Lease Agreement, dated as of June 20, 1991 (as amended, modified or supplemented to date, the "Lease"), a preliminary executed copy of which was duly recorded with the Interstate Commerce Commission on June 21, 1991 under recordation number 17391, with supplements thereafter recorded under Recordation Numbers 17391-B, 17391-C and 17391-E.
- 2) The Lease is terminated effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A attached hereto (the "Railcars").
- 3) This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.
- 4) This Partial Termination of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
- 5) Lessor and Lessee hereby agree that upon the termination evidenced hereby, Lessor shall have no obligations to the Lessee in respect of the Railcars under the Operative Documents, including without limitation Section 4(c) of the Lease (whether for storage or otherwise).
- 6) Lessor and Lessee agree that the obligation of the Lessee to pay Rent for the use of the Railcars following the termination of the Basic Term shall survive this termination and shall be payable on demand by the Lessor.
- 7) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust
Company), not in its individual capacity, but
solely as Owner Trustee, as Lessor

By: Mildred F. Smith
Name: **MILDRED F. SMITH**
Title: **VICE PRESIDENT**

UNION PACIFIC RAILROAD COMPANY, as
Lessee

By: _____
Name:
Title:

STATE OF DELAWARE

)

) ss.:

COUNTY OF NEW CASTLE

)

On this 28th day of April, 2010, before me, personally appeared Mildred F. Smith, to me personally known, who being by me duly sworn, says the she is a Vice President of U.S. Bank National Association; that said instrument was signed on the date hereof on behalf of U.S. Bank National Association by authority of its governing body; and she acknowledged that the execution of the foregoing instrument was free act and deed of said company.

Notary Seal

Notary Public

Name: Joanne L. Wright

JOANNE L. WRIGHT
NOTARY PUBLIC
DELAWARE
MY COMMISSION EXPIRES NOV 14, 2011

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust
Company), not in its individual capacity, but
solely as Owner Trustee, as Lessor

By: _____
Name:
Title:

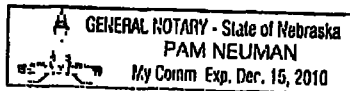
UNION PACIFIC RAILROAD COMPANY, as
Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

STATE OF Nebraska)
)
COUNTY OF Douglas) SS:

On this, the _____ day of _____, 2010, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he/she is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on behalf of said company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-10
Residing In: Omaha, NE

EXHIBIT A**296 RAILCARS****MARK MCHX**

CAR NUMBER		CAR NUMBER		CAR NUMBER		CAR NUMBER		CAR NUMBER		CAR NUMBER	
1	30001	41	30094	81	30179	121	30262	161	30337	201	30409
2	30002	42	30095	82	30180	122	30265	162	30338	202	30410
3	30004	43	30097	83	30181	123	30266	163	30339	203	30413
4	30008	44	30101	84	30182	124	30267	164	30341	204	30414
5	30013	45	30102	85	30183	125	30270	165	30346	205	30415
6	30014	46	30104	86	30184	126	30271	166	30348	206	30416
7	30015	47	30105	87	30185	127	30272	167	30350	207	30417
8	30016	48	30106	88	30187	128	30275	168	30352	208	30418
9	30018	49	30107	89	30188	129	30276	169	30355	209	30420
10	30019	50	30110	90	30190	130	30283	170	30358	210	30422
11	30020	51	30122	91	30193	131	30287	171	30359	211	30425
12	30022	52	30123	92	30195	132	30288	172	30363	212	30426
13	30025	53	30125	93	30198	133	30290	173	30364	213	30427
14	30027	54	30126	94	30203	134	30291	174	30365	214	30430
15	30028	55	30127	95	30205	135	30294	175	30367	215	30431
16	30031	56	30131	96	30206	136	30296	176	30368	216	30432
17	30032	57	30133	97	30211	137	30298	177	30369	217	30434
18	30034	58	30134	98	30213	138	30299	178	30370	218	30436
19	30037	59	30136	99	30214	139	30301	179	30372	219	30439
20	30038	60	30138	100	30216	140	30302	180	30374	220	30440
21	30040	61	30140	101	30218	141	30303	181	30375	221	30444
22	30043	62	30142	102	30221	142	30305	182	30376	222	30445
23	30051	63	30143	103	30224	143	30306	183	30377	223	30447
24	30054	64	30144	104	30226	144	30307	184	30378	224	30450
25	30055	65	30146	105	30234	145	30308	185	30379	225	30451
26	30056	66	30147	106	30236	146	30310	186	30380	226	30452
27	30057	67	30149	107	30240	147	30311	187	30381	227	30453
28	30059	68	30150	108	30241	148	30312	188	30382	228	30454
29	30065	69	30152	109	30242	149	30314	189	30384	229	30456
30	30066	70	30157	110	30243	150	30315	190	30388	230	30457
31	30067	71	30160	111	30244	151	30316	191	30391	231	30458
32	30068	72	30161	112	30246	152	30318	192	30393	232	30459
33	30071	73	30162	113	30247	153	30320	193	30394	233	30460
34	30073	74	30165	114	30249	154	30323	194	30395	234	30462
35	30074	75	30167	115	30250	155	30328	195	30396	235	30463
36	30081	76	30169	116	30251	156	30331	196	30398	236	30465
37	30090	77	30172	117	30255	157	30332	197	30402	237	30468
38	30091	78	30175	118	30257	158	30334	198	30404	238	30469
39	30092	79	30176	119	30260	159	30335	199	30406	239	30472
40	30093	80	30178	120	30261	160	30336	200	30408	240	30473

	CAR NUMBER		CAR NUMBER
241	30475	281	30551
242	30476	282	30553
243	30477	283	30554
244	30483	284	30555
245	30484	285	30556
246	30485	286	30560
247	30487	287	30561
248	30489	288	30562
249	30491	289	30564
250	30493	290	30565
251	30495	291	30566
252	30497	292	30568
253	30498	293	30569
254	30499	294	30570
255	30501	295	30571
256	30503	296	30573
257	30504		
258	30505		
259	30507		
260	30509		
261	30510		
262	30512		
263	30514		
264	30515		
265	30516		
266	30518		
267	30519		
268	30520		
269	30521		
270	30525		
271	30528		
272	30529		
273	30531		
274	30533		
275	30535		
276	30538		
277	30543		
278	30545		
279	30547		
280	30548		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/11/10



Robert W Alvord